

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JOSEPH WELCH, On Behalf of Himself and All,
Others Similarly Situated,

Plaintiff,

-against-

TD AMERITRADE HOLDING CORPORATION,
TD AMERITRADE, INC., TD BANK USA, N.A. and
THE TORONTO-DOMINION BANK,

Defendants.

07 CIV 6904 (JGK)

**STATEMENT PURSUANT
TO F.R.C.P. 7.1**

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, the undersigned counsel for defendants TD AMERITRADE HOLDING CORPORATION, TD AMERITRADE, INC., TD BANK USA, N.A. and THE TORONTO-DOMINION BANK states as follows:

Defendant THE TORONTO DOMINION BANK (“TD”) is a publicly held corporation, traded on the Toronto Stock Exchange under the symbol TD. No public corporation owns 10% or more of TD.


Defendant TD AMERITRADE HOLDING CORPORATION (“AMTD”) is a publicly held corporation, traded on the NASDAQ under the symbol AMTD. The following public corporations own 10% or more of AMTD: TD.

Defendant TD AMERITRADE, INC. is an indirect wholly-owned subsidiary of AMTD. AMTD owns 100% of the capital stock of a non-defendant subsidiary corporation, which, in turn, owns 100% of the capital stock of TD AMERITRADE, INC.

Defendant TD BANK USA, N.A. is (as of July 31, 2007), a wholly-owned subsidiary of TD Banknorth Inc. TD Banknorth Inc., is wholly owned by TD US P&C Holdings ULC which is a wholly owned subsidiary of TD.

Dated: New York, New York
September 20, 2007

MORGAN, LEWIS & BOCKIUS LLP

By: 

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